

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:

BI-LO, LLC *et al.*,

Debtors.¹

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Case No. 09-02140 (HB)

Chapter 11

(Joint Administration)

FIFTH SUPPLEMENT TO DEBTORS' DIP FINANCING MOTION

PLEASE TAKE NOTICE THAT, in connection with their *Motion of the Debtors for Interim and Final Orders (A) Approving Senior Secured Superpriority Post-Petition Financing, (B) Authorizing Use of Cash Collateral, (C) Granting Liens and Providing Superpriority Administrative Expense Status, (D) Granting Adequate Protection, (E) Modifying Automatic Stay and (F) Scheduling a Final Hearing* [Docket No. 35] (the "DIP Financing Motion"), the above-captioned debtors in possession (collectively, the "Debtors") filed their DIP Budget [Docket No. 42] (the "DIP Budget") and the proposed DIP Credit Agreement [Docket No. 41] (the "Original GE Credit Agreement") on March 24, 2009.

PLEASE TAKE FURTHER NOTICE that, on March 25, 2009, the Debtors filed their *Supplement to Debtors' DIP Financing Motion* [Docket No. 67], attaching a revised DIP Budget.

PLEASE TAKE FURTHER NOTICE that, on March 26, 2009, Koninklijke Ahold, N.V. filed its objection to the DIP Financing Motion, in which it proposed providing an alternative to the financing under the Original GE Credit Agreement as proposed in the DIP Financing Motion (the "Original GE DIP Facility"), pursuant to a term sheet attached to such objection (the "Ahold DIP Facility").

PLEASE TAKE FURTHER NOTICE that, on March 27, 2009, a hearing was held before the Court (the "First DIP Hearing"), at which the Debtors advised the Court of its intention to consider the Ahold DIP Facility, the Original GE DIP Facility and an alternative facility to be proposed by certain of the Debtors' Prepetition Term Lenders (the "Term Lender Proposal"), and in light of the foregoing, the First DIP Hearing was continued to April 3, 2009 at 8:30 am.

PLEASE TAKE FURTHER NOTICE that, on April 2, 2009 the Debtors filed their *Second Supplement to Debtors' DIP Financing Motion* [Docket No. 188], disclosing that after reviewing the Ahold DIP Facility, the Original GE DIP Facility and the Term Lender Facility,

¹ The Debtors and the last four digits of their respective tax identification numbers are: BI-LO, LLC (0130); BI-LO Holding, LLC (5011); BG Cards, LLC (4159); ARP Ballentine LLC (6936); ARP James Island LLC (9163); ARP Moonville LLC (0930); ARP Chickamauga LLC (9515); ARP Morganton LLC (4010); ARP Hartsville LLC (7906); and ARP Winston Salem LLC (2540).

after extensive discussions and negotiations subsequently with the proponent of each proposal and after lengthy deliberations, the Debtors had determined to accept the GE DIP Facility, as modified by those discussions and negotiations (the “Modified GE DIP Facility”), as the best and most favorable for their estates.

PLEASE TAKE FURTHER NOTICE that, on April 2, 2009 the Debtors filed their *Third Supplement to Debtors’ DIP Financing Motion* [Docket No. 201], attaching a summary of the principal differences between the Original GE DIP Facility and the Modified GE DIP Facility, the proposed form of Order approving the DIP Financing Motion and the Modified GE DIP Facility and a blackline of the proposed form of Order, marked against the form of order first filed with the DIP Motion.

PLEASE TAKE FURTHER NOTICE that, on April 2, 2009, the Debtors filed their *Fourth Supplement to Debtors’ DIP Financing Motion* [Docket No. 201], attaching the Credit Agreement for the Modified GE DIP Facility (the “Modified GE Credit Agreement”) and a blackline of the Modified GE Credit Agreement marked against the Original GE DIP Facility.

PLEASE TAKE FURTHER NOTICE that, on April 3, 2009, the Court entered an *Interim Order (A) Approving Senior Secured Superpriority Post-Petition Financing, (B) Authorizing Use of Cash Collateral, (C) Granting Liens and Providing Superpriority Administrative Expense Status, (D) Granting Adequate Protection, (E) Modifying Automatic Stay and (F) Scheduling a Final Hearing* [Docket No. 237] authorizing the Debtors to enter into the Modified GE DIP Facility on an interim basis and setting a final hearing on April 8, 2009, which order was further amended by the Court on April 8, 2009 to continue the final hearing on the DIP Financing Motion to April 15, 2009.


PLEASE TAKE FURTHER NOTICE that the Debtors have filed the following additional information relating to the Modified GE DIP Facility:

1. a revised draft of the Modified GE Credit Agreement (the “Proposed Final Credit Agreement”), attached hereto as **Exhibit A**; and
2. a blackline of the Proposed Final Credit Agreement, marked against the Modified GE Credit Agreement, attached hereto as **Exhibit B**.

Dated: April 8, 2009
Columbia, South Carolina

Respectfully submitted,

By:


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